

**IN THE UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF NEW YORK**

SECURITIES AND EXCHANGE COMMISSION,	)	
	)	
	)	
Plaintiff,	)	
	)	Civil Action No. 1:23-cv-09518-PAE
v.	)	
	)	
SOLARWINDS CORP. and TIMOTHY G. BROWN,	)	
	)	
	)	
Defendants.	)	

**DECLARATION IN OPPOSITION TO  
DEFENDANTS' MOTION FOR SUMMARY JUDGMENT**

I, Kristen M. Warden, pursuant to 28 U.S.C. § 1746(2), do hereby declare under penalty of perjury the following:

1. I am Trial Counsel to the U.S. Securities and Exchange Commission (the “SEC”) and am appearing for the SEC in this case. As such, I am familiar with the facts and circumstances of this matter.
2. Prior to filing the Complaint in this matter, the SEC conducted an investigation and gathered publicly available documents and subpoenaed documents, materials, and testimony from relevant parties. After filing the Complaint, using the tools of civil discovery, the SEC gathered additional documents and other materials, and took deposition testimony. The documents and other materials the SEC received were produced in various forms, including electronically and by emailed PDF, among others.
3. I and my colleagues at the SEC have been directly involved with the collection of documents and other materials in the litigation in this matter.

4. Except to Bates label certain documents, redact personally identifiable information, format certain Excel files for printing, and excerpt pages from voluminous documents, the SEC has not in any way altered the substance of the documents received.

5. I submit this Declaration in opposition to Defendants SolarWinds Corp. and Timothy G. Brown's Motion for Summary Judgment.

6. On April 25, 2015, Defendants filed a Declaration of Lee Zimmerman In Support of Defendants' Motion for Summary Judgment. ECF 179.

7. Defendants did not identify Lee Zimmerman in their Rule 26(a)(1)(A) Initial Disclosures, which were served on the SEC on January 5, 2024. *See Exhibit 85 to Warden Decl. ("Def. Initial Disclosures").*

8. Defendants never served Supplemental Rule 26(a)(1)(A) Initial Disclosures on the SEC.

9. On June 13, 2025, I searched all of the deposition transcripts taken in the above-captioned case for all words starting with the letter "z" to determine whether the name "Zimmerman" was mentioned in any deposition and it yielded no results.

10. Attached hereto as **Exhibit 1** is a true and correct copy of an email communication between Eric Quitugua and Timothy Brown dated August 9, 2017 with two attached excel files titled "SolarWinds Critical Security Controls Assessment workbook - 2017 - CorelIT and MSP" and "SolarWinds Security Program Assessment" bearing the bates numbers SW-SEC00350067 – 69. A native file format version of this document is also being delivered to chambers.

11. Attached hereto as **Exhibit 2** is a true and correct copy of excerpts from the deposition transcript of Timothy Brown, dated October 3, 2024.

12. Attached hereto as **Exhibit 3** is a true and correct copy of an email exchange involving Timothy Brown and Rani Johnson dated December 14, 2017 with an attached slide deck titled “Security 90 Day Review – Tim Brown” bearing the bates numbers SW-SEC00262716 – 43.

13. Attached hereto as **Exhibit 4** is a true and correct copy of an email exchange involving Eric Quitugua and Timothy Brown dated October 1, 2018 with an attached excel file titled “SolarWinds Security Program Assessment – Sept 2018” bearing the bates numbers SW-SEC00013676 – 78. A native file format version of this document is also being delivered to chambers.

14. Attached hereto as **Exhibit 5** is a true and correct copy of a slide deck titled “Security & Compliance Program Quarterly Overview” dated August 16, 2019 and bearing the bates numbers SW-SEC-00001497 – 1550.

15. Attached hereto as **Exhibit 6** is a true and correct copy of a slide deck titled “Security & Compliance Program Quarterly” dated November 15, 2019 and bearing the bates numbers SW-SEC-00001551 – 1581.

16. Attached hereto as **Exhibit 7** is a true and correct copy of a slide deck titled “Q2 2020 Quarterly Risk Review (QRR)” dated May 22, 2020 and bearing the bates numbers SW-SEC-00001602 – 1607.

17. Attached hereto as **Exhibit 8** is a true and correct copy of a slide deck titled “Q1 2020 Quarterly Risk Review (QRR)” dated March 3, 2020 and bearing the bates numbers SW-SEC-00001608 – 1634.

18. Attached hereto as **Exhibit 9** is a true and correct copy of a slide deck titled “Q4

2020 Quarterly Risk Review (QRR)” dated October 27, 2020 and bearing the bates numbers SW-SEC-00001582 – 1601.

19. Attached hereto as **Exhibit 10** is a true and correct copy of a slide deck titled “Monthly 1:1 Meeting” bearing the bates numbers SW-SEC-00305126 – 5155.

20. Attached hereto as **Exhibit 11** is a true and correct copy of an email communication between Kellie Pierce and Timothy Brown dated April 19, 2021 with an attachment titled “SolarWinds Policy Documentation Audit Report\_4.12.2021.dox” bearing the bates numbers SW-SEC00185450 – 5453.

21. Attached hereto as **Exhibit 12** is a true and correct copy of a slide deck titled “Monthly IT Leadership Meeting” bearing the bates numbers SW-SEC00259782 – 9803, as well as a printout of the metadata associated with the document (as produced by SolarWinds) identifying the custodian as Rani Johnson.

22. Attached hereto as **Exhibit 13** is a true and correct copy of an email communication between Kellie Pierce and others dated January 8, 2018 with an attached slide deck titled “User Access Management” bearing the bates numbers SW-SEC00043618 – 3630.

23. Attached hereto as **Exhibit 14** is a true and correct copy of an email communication between Brad Cline and Rani Johnson dated March 16, 2018 with an attached slide deck titled “Major Project Portfolio” bearing the bates numbers SW-SEC00042892 – 2964.

24. Attached hereto as **Exhibit 15** is a true and correct copy of an email exchange between Robert Krajeir and others dated August 30, 2018 with an attached slide deck titled “BYOD solution, Machine certificate authentication” bearing the bates numbers SW-SEC00031653 – 1668.

25. Attached hereto as **Exhibit 16** is a true and correct copy of a slide deck titled “Bi-

Weekly DOIT Staff Meeting” bearing the bates numbers SW-SEC00310427 – 0447, as well as a printout of the metadata associated with the document (as produced by SolarWinds) identifying the custodian as Rani Johnson.

26. Attached hereto as **Exhibit 17** is a true and correct copy of a slide deck titled “Information Security – Incident review Sept 2018” bearing the bates numbers SW-SEC00386134 – 6143.

27. Attached hereto as **Exhibit 18** is a true and correct copy of an email communication between Timothy Brown and Rani Johnson dated October 29, 2018 with an attached slide deck titled “Information Security – Risk review October 2018” bearing the bates numbers SW-SEC00313350 – 3362.

28. Attached hereto as **Exhibit 19** is a true and correct copy of excerpts from the transcript of the 30(b)(6) deposition of SolarWinds Corp.’s designee Jason Bliss, dated October 16, 2024.

29. Attached hereto as **Exhibit 20** is a true and correct copy of a slide deck titled “Security Operations Summary” bearing the bates number SW-SEC00638663 – 8677.

30. Attached hereto as **Exhibit 21** is a true and correct copy of a slide deck titled “Security & Compliance Program Quarterly” dated May 17, 2019 bearing the bates numbers SW-SEC00001635 – 1652.

31. Attached hereto as **Exhibit 22** is a true and correct copy of an email communication between Kellie Pierce and others dated June 28, 2019 with an attached excel file titled “FedRAMP\_Security\_Controls\_Baseline as of 06282019” bearing the bates numbers SW-SEC00151673 – 1675. A native file format version of this document is also being delivered to chambers.

32. Attached hereto as **Exhibit 23** is a true and correct copy of an email communication between Kellie Pierce and others dated August 28, 2019 with an attached excel file titled “FedRAMP\_Security\_Controls\_Baseline as of 06282019” bearing the bates numbers SW-SEC00045356 – 5358. A native file format version of this document is also being delivered to chambers.

33. Attached hereto as **Exhibit 24** is a true and correct copy of an email communication between Kellie Pierce and others dated September 25, 2019 with an attached excel file titled “FedRAMP\_Security\_Controls\_Baseline Updated 9\_12\_19” bearing the bates numbers SW-SEC00218068 – 8069. A native file format version of this document is also being delivered to chambers.

34. Attached hereto as **Exhibit 25** is a true and correct copy of excerpts from the deposition transcript of Eric Quitugua, dated September 17, 2024.

35. Attached hereto as **Exhibit 26** is a true and correct copy of a draft performance self-assessment by Rani Johnson bearing the bates numbers SW-SEC00259614 – 9618.

36. Attached hereto as **Exhibit 27** is a true and correct copy of a draft performance self-assessment by Rani Johnson bearing the bates numbers SW-SEC00302323 – 2334.

37. Attached hereto as **Exhibit 28** is a true and correct copy of an email communication from Danielle Campbell to others dated March 2, 2020 with an attached excel file titled “FY2019 Deficiencies and Recommendations” bearing the bates numbers SW-SEC00388330 – 8332. A native file format version of this document is also being delivered to chambers.

38. Attached hereto as **Exhibit 29** is a true and correct copy of an internal audit report

prepared by KPMG dated February 23, 2020 bearing the bates numbers SW-SEC00648038 – 8052.

39. Attached hereto as **Exhibit 30** is a true and correct copy of a February 19, 2021 memorandum prepared by PwC titled “Evaluating Internal Control Deficiencies Consultation Memo” bearings the bates numbers PWC-SEC00041801 – 1860.

40. Attached hereto as **Exhibit 31** is a true and correct copy of a slide deck titled “Enterprise Information Security Guidelines Version 1.4” dated November 8, 2017 bearing the bates numbers SW-SEC00012332 – 2343.

41. Attached hereto as **Exhibit 32** is a true and correct copy of an email communication between Timothy Brown and Eric Quitugua dated March 15, 2018 with an attached slide deck titled “Major Project Portfolio January 2018” bearing the bates numbers SW-SEC00012265 – 2275.

42. Attached hereto as **Exhibit 33** is a true and correct copy of an email exchange involving Brad Cline, Eric Quitugua and others dated April 13, 2018 bearing the bates numbers SW-SEC00043080 – 3084.

43. Attached hereto as **Exhibit 34** is a true and correct copy of an email exchange between Timothy Brown and others dated December 28, 2020 bearings the bates numbers SW-SEC00407702 – 7707.

44. Attached hereto as **Exhibit 35** is a true and correct copy of an email communication between the SolarWinds PSIRT administrative group and the SolarWinds InfoSec administrative group dated November 11, 2019 bearing the bates number SW-SEC00001464.

45. Attached hereto as **Exhibit 36** is a true and correct copy of excerpts from the

investigative testimony transcript of Eric Quitugua dated August 31, 2021 and September 1, 2021.

46. Attached hereto as **Exhibit 37** is a true and correct copy of an email communication between Kellie Pierce, Rani Johnson, and Timothy Brown dated September 18, 2019 with an attached excel file titled “Security Guideline V1.5 and Access Control Self Assessment V1.1\_SWICUS 07302019” bearing the bates numbers SW-SEC00151471 – 1473. A native file format version of this document is also being delivered to chambers.

47. Attached hereto as **Exhibit 38** is a true and correct copy of an email exchange between Chris Simoes and others dated November 22, 2019 bearing the bates numbers SW-SEC00001476 – 1484.

48. Attached hereto as **Exhibit 39** is a true and correct copy of an email exchange between Steven Colquitt, Kellie Pierce, and Rani Johnson dated February 1, 2018 with an attached slide deck titled “Secure Development Lifecycle” authored by Steven Colquitt bearing the bates numbers SW-SEC00150761 – 0799.

49. Attached hereto as **Exhibit 40** is a true and correct copy of excerpts from the deposition transcript of Steven Colquitt dated September 18, 2024.

50. Attached hereto as **Exhibit 41** is a true and correct copy of an email exchange involving Steven Colquitt and others dated January 30, 2018 bearing the bates numbers SW-SEC00238141 – 8142.

51. Attached hereto as **Exhibit 42** is a true and correct copy of an email exchange involving Steven Colquitt, Rani Johnson, Timothy Brown, and others dated September 20, 2018 bearing the bates numbers SW-SEC00237608 – 7609.

52. Attached hereto as **Exhibit 43** is a true and correct copy of excerpts from the

deposition of Woong Joseph Kim dated September 16, 2024.

53. Attached hereto as **Exhibit 44** is a true and correct copy of a slide deck titled “SolarWinds KBT Offsite” bearing the bates numbers SW-SEC00298924 – 8934.

54. Attached hereto as **Exhibit 45** is a true and correct copy of a document titled “MSP Products Security Evaluation” authored by Stas Starikovich and Pietera Wojciech, dated July 2019, bearing the bates numbers SW-SEC00166790 – 6799.

55. Attached hereto as **Exhibit 46** is a true and correct copy of an email exchange involved Chris Day, Timothy Brown, and others dated November 18, 2019 bearing the bates numbers SW-SEC00254254 – 4266.

56. Attached hereto as **Exhibit 47** is a true and correct copy of the corrected expert report of Gregory Rattray dated December 30, 2024.

57. Attached hereto as **Exhibit 48** is a true and correct copy of a slide deck titled “Q2 2020 Quarterly Risk Review (QRR)” dated May 22, 2020, bearing the bates numbers SW-SEC00148267 – 8294.

58. Attached hereto as **Exhibit 49** is a true and correct copy of an email exchange between Timothy Brown and others dated June 24, 2020, bearing the bates numbers SW-SEC00000673 – 0678.

59. Attached hereto as **Exhibit 50** is a true and correct copy of a slide deck titled “PM Security Vulnerability & Incident Review” dated July 10, 2020, bearing the bates numbers SW-SEC00006628 – 6648.

60. Attached hereto as **Exhibit 51** is intentionally omitted.

61. Attached hereto as **Exhibit 52** is a true and correct copy of excerpts from the deposition transcript of Rani Johnson, dated August 27, 2024.

62. Attached hereto as **Exhibit 53** is a true and correct copy of an email exchange involving Robert Krajcir, Eric Quitugua, Timothy Brown, and others dated January 16, 2020 bearing the bates number SW-SEC00666779 – 6784.

63. Attached hereto as **Exhibit 54** is a true and correct copy of excerpts from the deposition transcript of Kevin Thompson dated October 2, 2024.

64. Attached hereto as **Exhibit 55** is a true and correct copy of excerpts from the deposition transcript of Matthew Hedberg dated July 26, 2024.

65. Attached hereto as **Exhibit 56** is a true and correct copy of excerpts from the deposition transcript of Brent Thill dated August 28, 2024.

66. Attached hereto as **Exhibit 57** is a true and correct copy of Amendment No. 2 to Form S-1 Registration Statement of SolarWinds Corp. dated October 18, 2018.

67. Attached hereto as **Exhibit 58** is intentionally omitted.

68. Attached hereto as **Exhibit 59** is a true and correct copy of an email communication from August Wehrmann to multiple people dated February 13, 2019 with an attached slide deck titled “SolarWinds MSP R&D 2019 Kickoff” bearing bates numbers SW-SEC-SDNY\_00000004 – 0006. A native file format version of this document is also being delivered to chambers.

69. Attached hereto as **Exhibit 60** is a true and correct copy of excerpts from the deposition transcript of Gregory Rattray, dated February 12, 2025.

70. Attached hereto as **Exhibit 61** is a true and correct copy of a document titled “Final Security Review ipMonitor (Doberman - 2019.4) bearing bates numbers SW-SEC-SDNY\_00069825 – 9828.

71. Attached hereto as **Exhibit 62** is a true and correct copy of a document titled “Final Security Review IPAM (2019.2 Finn) bearing bates number SW-SEC-SDNY\_00055006.

72. Attached hereto as **Exhibit 63** is a true and correct copy of excerpts from the deposition transcript of Kellie Pierce, dated July 24, 2024.

73. Attached hereto as **Exhibit 64** is a true and correct copy of excerpts from the deposition transcript of Harry Griffiths, dated September 30, 2024.

74. Attached hereto as **Exhibit 65** is a true and correct copy of a meeting invitation involving Kellie Pierce, Timothy Brown, Eric Quitugua, and Ashley Thornton dated July 13, 2020 with an attached excel file titled “Risk\_Monthly\_Review\_7.13.2020” bearing bates numbers SW-SEC00168778 – 8780. A native file format version of this document is also being delivered to chambers.

75. Attached hereto as **Exhibit 66** is a true and correct copy of excerpts from the deposition transcript of Brad Cline, dated October 1, 2024.

76. Attached hereto as **Exhibit 67** is a true and correct copy of an email exchange forwarded by Eric Quitugua to Timothy Brown and others dated August 31, 2018 with an attached slide deck titled “BYOD solution, Machine certificate authentication” bearing bates number SW-SEC00594395 – 4410.

77. Attached hereto as **Exhibit 68** is a true and correct copy of an email communication from Eric Quitugua to Joseph Kim, Rani Johnson, and Timothy Brown dated October 3, 2018, bearing bates number SW-SEC-SDNY\_00006396.

78. Attached hereto as **Exhibit 69** is a true and correct copy of a document prepared by Mr. Quitugua bearing bates number SW-SEC-SDNY\_00054914, as well as a printout of the

metadata associated with the document (as produced by SolarWinds) identifying the Eric Quitugua as the author and custodian.

79. Attached hereto as **Exhibit 70** is a true and correct copy of an email communication from Rani Johnson to Joseph Kim and others dated August 16, 2019 with an attached slide deck titled “Security & Compliance Program Quarterly Overview” bearing bates numbers SW-SEC00264310 – 4364.

80. Attached hereto as **Exhibit 71** is a true and correct copy of a PricewaterhouseCoopers LLP slide deck titled “Report to the Audit Committee: FY2020 Integrated Audit results” dated February 23, 2021 bearing bates numbers PWC-SEC-00046944 – 6969.

81. Attached hereto as **Exhibit 72** is a true and correct copy of an email communication between two Pricewaterhouse Coopers LLP employees dated March 1, 2021 bearing bates numbers PWC-SEC-00047455 – 7458.

82. Attached hereto as **Exhibit 73** is a true and correct copy of excerpts of instant messages between Ondrej Fitzek and Harry Griffiths sent between November 2, 2020 and November 30, 2020 bearing bates numbers SW-SEC00236824 – 6896.

83. Attached hereto as **Exhibit 74** is a true and correct copy of excerpts of instant messages between Harry Griffiths and Eric Quitugua sent between November 2, 2020 and November 30, 2020 bearing bates numbers SW-SEC00236723 – 6811, including the native version of an embedded file bearing the file name “0-eus-d9-68140db6ed1f8bbcd3c5f6cf158d368a.” To access the embedded file, I downloaded the native version of the instant message string beginning at bates page SW-SEC00236723, opened the attached zip file containing the embedded files, and opened the embedded file corresponding to

the filename on bates page SW-SEC00236759. The native file, which had no associated bates number, has been appended to the end of the excerpted instant messages.

84. Attached hereto as **Exhibit 75** is a true and correct copy of the Form S-1 Registration Statement of SolarWinds Corp. dated May 20, 2019.
85. Attached hereto as **Exhibit 76** is intentionally omitted.
86. Attached hereto as **Exhibit 77** is a true and correct copy of an email communication from Kellie Pierce to Eric Quitugua and Timothy Brown dated January 27, 2020 with an attached excel file titled “2020 Risk Scorecard Metrics” bearing bates numbers SW-SEC00061296 – 1297. A native file format version of this document is also being delivered to chambers.
87. Attached hereto as **Exhibit 78** is a true and correct copy of excerpts from the investigative testimony of Harry Griffiths dated June 21-22, 2022.
88. Attached hereto as **Exhibit 79** is a true and correct copy of excerpts from the SolarWinds Corp. FY2020 Form 10-K, dated March 1, 2021.
89. Attached hereto as **Exhibit 80** is a true and correct copy of an email communication from Eric Houston to Brad Cline dated January 12, 2021 with an attached slide deck titled “Security Assessment” bearing bates numbers SW-SEC00522109 – 2122.
90. Attached hereto as **Exhibit 81** is a true and correct copy of a slide deck titled “Risk Acceptance Form (RAF)” bearing bates numbers SW-SEC00168009-8017.
91. Attached hereto as **Exhibit 82** is a true and correct copy of the December 14, 2020 SolarWinds Corp. Form 8-K filed with the SEC.

92. Attached hereto as **Exhibit 83** is a true and correct copy of an email communication from Timothy Brown to others dated September 7, 2017 with an attached slide deck titled “September MSP Security Sync” bearing bates numbers SW-SEC00337355 – 7362.

93. Attached hereto as **Exhibit 84** is a true and correct copy of an email communication from Kevin Clark of PwC to others dated March 1, 2021 with an attached slide deck titled “Report to the Audit Committee, FY2020 Integrated Audit results” bearing bates numbers SW-SEC00550676 – 0722.

94. Attached hereto as **Exhibit 85** is a true and correct copy of Defendants’ Rule 26(a)(1)(A) Initial Disclosures, dated January 5, 2024.

95. Attached hereto as **Exhibit 86** is a true and correct copy of excerpts from an excel file titled “Microsoft\_Excel\_Worksheet8.xlsx,” produced as Bates stamp HOLTZMAN\_0011745. A native file format version of this document is also being delivered to chambers.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on: June 13, 2025

/s/ Kristen M. Warden  
Kristen M. Warden